



TPC PLUS BERHAD

Registration No. 200301012910 (615330-T)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the 17th Annual General Meeting (“AGM”) of the Company will be held at Ogcc Golfer Tavern, Orna Golf & Country Club, Batu 16, Jalan Gapam, Ladang Gapam, Bemban, 77200 Hang Tuah Jaya, Melaka on **Wednesday, 22 July 2020 at 10:00 a.m.** for the purpose of transacting the following business:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors’ and Auditors’ Reports thereon.
Please refer to Explanatory Note (a)
2. To approve the payment of Directors’ Fees amounting to RM226,800.00 for the financial year ended 31 December 2019. Resolution 1
3. To approve the payment of Directors’ benefits (other than Directors’ fees) to Non-Executive Directors for the period from 23 July 2020 until the next Annual General Meeting to be held in 2021.
Please refer to Explanatory Note (b) Resolution 2
4. To re-elect the following Directors who are retiring in accordance with Clause 21.5 of the Company’s Constitution:
 - 4.1 YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop Resolution 3
 - 4.2 Mr Lim Yew Kwang Resolution 4
 - 4.3 Mr Lim Yew Piau Resolution 5
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. Resolution 6

As Special Business

To consider and, if thought fit, pass the following resolutions:

6. **ORDINARY RESOLUTION** Resolution 7
Proposed renewal of shareholders’ mandate on recurrent related party transactions of a revenue or trading nature

“THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of the mandate to Teck Ping Chan Agriculture Sdn Bhd, a wholly-owned subsidiary of the Company, to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.5.1 of the Circular to Shareholders dated 30 June 2020 with the related parties mentioned therein which are necessary for its day-to-day operations provided that the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

AND THAT such mandate shall commence with retrospective effect from 30 June 2020 and continue to be in force until:

- a. the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse unless by a resolution passed at the meeting the mandate is renewed;
- b. the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- c. revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be empowered to complete and do all such acts and things as they may consider expedient or necessary to give effect to the mandate and transactions contemplated and authorised by this resolution.”

7. **ORDINARY RESOLUTION**

Resolution 8

Proposed new shareholders’ mandate on recurrent related party transactions of a revenue or trading nature

“THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Teck Ping Chan Agriculture Sdn Bhd, a wholly-owned subsidiary of the Company, to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.5.2 of the Circular to Shareholders dated 30 June 2020 with the related parties mentioned therein which are necessary for its day-to-day operations provided that the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

AND THAT such mandate shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse unless by a resolution passed at the meeting the mandate is renewed;
- b. the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- c. revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be empowered to complete and do all such acts and things as they may consider expedient or necessary to give effect to the mandate and transactions contemplated and authorised by this resolution.”

8. To transact any other business of the Company of which due notices shall have been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 17th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 18.7 of the Company’s Constitution, to issue a General Meeting Record of Depositors as at 15 July 2020. Only a depositor whose name appears on the Record of Depositors as at 15 July 2020 shall be entitled to attend the 17th AGM or appoint proxy(ies) to attend and vote on his behalf.

BY ORDER OF THE BOARD

ONG SOO LENG
Company Secretary
SSM PC No. 202008002605
(MAICSA 7018257)

Melaka
30 June 2020

Notes:

- i. A member entitled to attend the 17th AGM shall be entitled to appoint another person(s) as his proxy(ies) to exercise all or any of his rights to attend, speak and vote at the AGM. There shall be no restriction as to the qualification of the proxy(ies).
- ii. Where a member appoints more than one proxy, the proxies shall only be entitled to vote on poll and the appointment shall not be valid unless the member specifies the proportion of his holdings to be represented by each proxy.
- iii. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- iv. The instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, the instrument shall be executed under its common seal or under the hand of an officer or attorney duly authorised.
- v. The duly completed proxy form must be deposited at the Company's registered office at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka or received by the Company via e-mail at proxyform@tpc.com.my not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- vi. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

Explanatory Notes:

(a) Agenda 1

The Audited Financial Statements are laid before the meeting in pursuance of Section 340(1)(a) of the Companies Act 2016 for discussion only and do not require shareholders' approval. Hence, this matter will not be put for voting.

(b) Resolution 2

Pursuant to Section 230 of the Companies Act 2016, the Company is seeking shareholders' approval for the payment of travelling allowance of RM400 per trip to its Non-Executive Directors for the period commencing 23 July 2020 until the day of the 18th Annual General Meeting to be held in 2021.

(c) Resolutions 7 and 8

Ordinary Resolutions 7 and 8, if passed, will allow Teck Ping Chan Agriculture Sdn Bhd, a wholly-owned subsidiary of the Company, to enter into recurrent related party transactions in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This approval shall continue to be in force until the conclusion of the 18th Annual General Meeting or the expiration of the period within which the 18th Annual General Meeting is required by the law to be held or revoked/varied by a resolution passed by the shareholders in a general meeting.